

RECORDATION NO. 26134 FILED

JAN 18 '06

12-56 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 18, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule No. 144 to Master Lease Agreement, dated as of December 29, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor: Minority Alliance Capital, LLC
6960 Orchard Lake Road, Suite 306
West Bloomfield, Michigan 48322

Assignee: RBS Asset Finance, Inc.
71 South Wacker Drive
Chicago, Illinois 60606

Lessee: International Paper Company
Tower 1 – 14th Floor
6400 Poplar Avenue
Memphis, Tennessee 38125

Mr. Vernon A. Williams
January 18, 2006
Page 2

A description of the railroad equipment covered by the enclosed document
is:

88 gondola cars: FPBX 591 - FPBX 678.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Schedule No. 144 to Master Lease
Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

JAN 18 '06

12-56 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 144 TO MASTER LEASE AGREEMENT

MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 144 TO MASTER LEASE AGREEMENT, made and entered into as of December 29, 2005 by and between Minority Alliance Capital LLC (the "Assignor"), RBS Asset Finance, Inc. (the "Assignee") and International Paper Company (the "Lessee").

WITNESSETH:

1. Assignor and Lessee have entered into that certain Master Lease Agreement No. IP-02, dated as of March 2, 2004 (the "Master Lease Agreement"), whereby Assignor has agreed to lease to Lessee and Lessee has agreed to lease from Assignor certain railroad equipment.

2. Assignor and Lessee have entered into that certain Schedule No. 144 to Master Lease Agreement, dated December 29, 2005 (the "Schedule"), whereby the terms and provisions of the Master Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and subject to the terms in the Master Lease Agreement.

3. Assignor and Assignee have entered into that certain Master Purchase Agreement dated as of November 18, 2005 and that certain Purchase Schedule Number IP-144 to Master Purchase Agreement dated as of December 29, 2005 (the "Assignment Documents"), whereby Assignor has assigned to Assignee all of its right, title and interest in and to the Schedule, the Master Lease Agreement (to the extent it relates to the Schedule) and that certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

[SIGNATURES TO FOLLOW]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

MINORITY ALLIANCE CAPITAL LLC

(Assignor)

By: 

Name: Michele K. McDonald

Title: Director of Operations and Client Services

RBS ASSET FINANCE, INC.

(Assignee)

By: 

Name: Tanya Finn

Title: VP

INTERNATIONAL PAPER COMPANY

(Lessee)

By: 

Name: William P. Crawford

Title: Vice President, Global Sourcing

 SIGN HERE

STATE OF Tennessee)

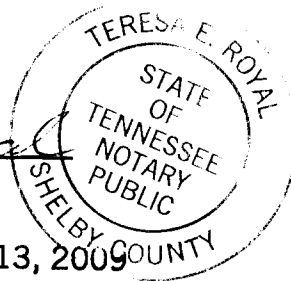
) SS

COUNTY OF Shelby)

On this 30th day of December, 2005, before me personally appeared, William P. Crawford, to me personally known, being by me duly sworn, says that he is the Vice President, Global Sourcing of International Paper Company (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on December ____, 2005 and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.

Notary Public in and for
the State of Tennessee

Teresa Royal



my Commission Expires July 13, 2009

STATE OF Michigan
COUNTY OF Oakland

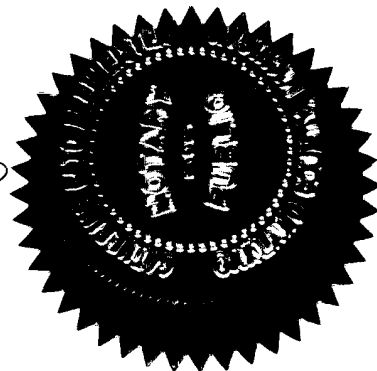
SS

On this 30th day of December, 2005, before me personally appeared, Michele K. McDonald, to me personally known, being by me duly sworn, says that she is the Director of Operations and Client Services of Minority Alliance Capital LLC (the "Company") and that the said instrument attached hereto was signed on behalf of the Company under the authority of the board of directors on December 30th, 2005 and she acknowledged that the execution of the said instrument was the act and deed of the Company.

Notary Public in and for
the State of Michigan

CATHERINE CATO BREIMEISTER
Notary Public, **Oakland County, MI**
My Commission Expires **12-01-2007**

Catherine Cato Bremeister



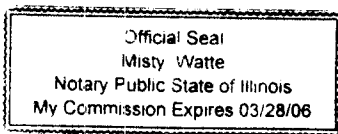
STATE OF ILLINOIS)

SS

COUNTY OF COOK)

On this 30th day of December, 2005, before me personally appeared, Tanya M. Finn, to me personally known, being by me duly sworn, says that she is the Vice President of RBS Asset Finance, Inc. (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on December 30, 2005 and she acknowledged that the execution of the said instrument was the act and deed of such association.

Notary Public in and for
the State of Illinois



Misty Watte

EXHIBIT A

Description of Items of Equipment

88 – 1990 Gondola Railcars

Car Initials	Car Number
FPBX	591
FPBX	592
FPBX	593
FPBX	594
FPBX	595
FPBX	596
FPBX	597
FPBX	598
FPBX	599
FPBX	600
FPBX	601
FPBX	602
FPBX	603
FPBX	604
FPBX	605
FPBX	606
FPBX	607
FPBX	608
FPBX	609
FPBX	610
FPBX	611
FPBX	612

Car Initials	Car Number
FPBX	613
FPBX	614
FPBX	615
FPBX	616
FPBX	617
FPBX	618
FPBX	619
FPBX	620
FPBX	621
FPBX	622
FPBX	623
FPBX	624
FPBX	625
FPBX	626
FPBX	627
FPBX	628
FPBX	629
FPBX	630
FPBX	631
FPBX	632
FPBX	633
FPBX	634

Car Initials	Car Number
FPBX	635
FPBX	636
FPBX	637
FPBX	638
FPBX	639
FPBX	640
FPBX	641
FPBX	642
FPBX	643
FPBX	644
FPBX	645
FPBX	646
FPBX	647
FPBX	648
FPBX	649
FPBX	650
FPBX	651
FPBX	652
FPBX	653
FPBX	654
FPBX	655
FPBX	656

Car Initials	Car Number
FPBX	657
FPBX	658
FPBX	659
FPBX	660
FPBX	661
FPBX	662
FPBX	663
FPBX	664
FPBX	665
FPBX	666
FPBX	667
FPBX	668
FPBX	669
FPBX	670
FPBX	671
FPBX	672
FPBX	673
FPBX	674
FPBX	675
FPBX	676
FPBX	677
FPBX	678